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April 27, 2012

FILED/ACCEPTED
APR 27 2012
Federal Communications Commission
Office of the Secretary

**REDACTED FOR PUBLIC INSPECTION – SUBJECT TO REQUEST FOR
CONFIDENTIAL TREATMENT**

BY ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 20554

Dear Ms. Dortch:

Re: Petition Of T-Mobile For FCC Designation As An Eligible
Telecommunications Carrier For Mobility Fund Phase I (Auction 901), WC
Docket No. 09-197, WT Docket No. 10-208, AU Docket No. 12-25

Dear Ms. Dortch:

T-Mobile USA, Inc. ("T-Mobile") respectfully requests that the Commission accept for filing the enclosed Service Improvement Plans ("SIPs") and associate them with T-Mobile's pending Petition For FCC Designation As An Eligible Telecommunications Carrier For Mobility Fund Phase I (Auction 901), filed April 13, 2012 in the above-referenced dockets (the "Petition").

In the Petition, T-Mobile noted that the Commission's rules require all eligible telecommunications carriers ("ETCs") to file new SIPs with the Commission beginning April 1, 2013, detailing how they will comply with the broadband deployment obligations established by the Commission. T-Mobile seeks federal ETC designation to participate in Auction 901 for Mobility Fund Phase I support, scheduled for September 27, 2012.¹ While the final list of census blocks that will be eligible for Mobility Fund Phase I support ("Phase I Support") has not yet been published by the Commission, T-Mobile has prepared the enclosed preliminary SIPs for each of the seven states for which ETC designation is requested in the Petition.

¹ See 54 C.F.R. §54.202(a)(1)(ii).

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The enclosed SIPs describe the improvements that T-Mobile anticipates making if the requested ETC designations are granted and if T-Mobile is awarded Phase I Support for the census blocks in which it is interested, based on the Commission's preliminary list. Specifically, the enclosed SIPs provide detail on a state-by-state basis, to demonstrate where and how Phase I Support would be used to expand 3G or better mobile voice and broadband services to unserved populations, the approximate number of customers that would see service improvements, and the approximate size of the geographic area that would be covered by those improvements. T-Mobile may revise these SIPs if necessary to reflect the eligible census blocks, when the final list is released.

Request for Confidential Treatment

Information included in the enclosed SIPs is non-public and proprietary to T-Mobile, and its disclosure would be commercially and competitively sensitive, particularly because it is being provided in advance of the start of Auction 901 and describes business plans and could reveal T-Mobile's Auction 901 strategy. Therefore, T-Mobile submits the enclosed SIPs subject to the request that the Commission afford confidential treatment to the information that has been marked as confidential (the "T-Mobile Confidential Information"). The T-Mobile Confidential Information meets the requirements for confidential treatment contained in the Commission's rules.²

Disclosure of the T-Mobile Confidential Information could result in substantial competitive harm to T-Mobile. If potential competing bidders in Auction 901 could view the T-Mobile Confidential Information, they would have information that might impact decisions related to their participation and bidding in Auction 901, particularly altering the census blocks in which they decide to bid as well as informing their bidding strategy. Other competitors to T-Mobile also could gain a competitive advantage by gaining access to information about T-Mobile's potential network improvement plans.

T-Mobile has carefully protected the T-Mobile Confidential Information from commercial disclosure. The T-Mobile Confidential Information is not published in this form in any SEC reports or FCC reports. It is not in the public record.

The Confidential version of the SIPs is also being filed today under separate cover. Each page of the confidential version of the SIPs is marked "CONFIDENTIAL – NOT FOR PUBLIC INSPECTION – SUBJECT TO REQUEST FOR CONFIDENTIAL TREATMENT." Where Confidential Information is included, the relevant portions of the text are marked "[BEGIN CONFIDENTIAL] [END CONFIDENTIAL]."

The redacted copies of the SIPs are marked "REDACTED FOR PUBLIC INSPECTION – SUBJECT TO REQUEST FOR CONFIDENTIAL TREATMENT," and confidential portions of the SIPs have been removed. Where Confidential Information

² 47 C.F.R. § 0.459.

Marlene H. Dortch
April 27, 2012

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has been removed, the relevant portions of the text are marked “[REDACTED].”

The T-Mobile Confidential Information is provided solely in support of the Petition. T-Mobile therefore requests that, if the Commission does not grant this request for confidential treatment, it be permitted to remove the T-Mobile Confidential Information from the SIPs and revise the Petition accordingly.

Please direct any questions concerning this matter to me.

Respectfully submitted,

/s/
Karen Brinkmann
Counsel for T-Mobile USA, Inc.

Enclosures

cc: Lisa Stover
Erik Salovaara
Margaret Wiener

**REDACTED FOR PUBLIC INSPECTION – SUBJECT TO REQUEST
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PowerTel/Memphis, Inc.

FILED/ACCEPTED

APR 27 2012

Federal Communications Commission
Office of the Secretary

**PowerTel/Memphis, Inc. Petition for
Eligible Telecommunications Carrier Designation
In the State of Alabama**

**SERVICE IMPROVEMENT PLAN
(as of April 20, 2011)**

**PowerTel/Memphis, Inc. Plan for Network Improvements
Upon the Receipt of Mobility Fund Universal Service Support in the
State of Alabama**

Contingent on being granted eligible telecommunications carrier (“ETC”) status in the State of Alabama, and on being the winning bidder for the census blocks for which it will seek support in FCC Auction 901, PowerTel/Memphis, Inc. (“T-Mobile”) will use the Mobility Fund Phase I universal service support it receives to provide 3G or better mobile voice and broadband service to unserved areas in the State of Alabama.

T-Mobile is already a provider of 2G, 3G, and 4G services in the State of Alabama, covering more than four million people and 31,000 square miles with 2G services, and more than two million people and 4,000 square miles with 3G or 4G services as of April 1, 2012. T-Mobile’s Service Improvement Plan (“SIP”) will allow it to extend the availability of its mobile voice and broadband services to areas of the state that currently do not have access to 3G or better capability. Specifically:

- Service improvement projects would be designed using industry standard computer modeling techniques to provide 3G or better mobile voice and broadband services at the required minimum throughputs of 200kbps downlink and 50kbps uplink, across at least 75% of road miles of the awarded eligible census blocks. These service improvement criteria are consistent with the FCC’s Report and Order, *Connect America Fund et al.*, WC Docket Nos. 10-90 *et al.*, FCC 11-161, paras. 360-365 (rel. Nov. 18, 2011).
- T-Mobile expects all service improvement projects to conclude within 2 years of the start date, barring unforeseen circumstances outside of T-Mobile’s control.
- Based on the preliminary list of eligible census blocks made available by the FCC as of February 10, 2012 (*Mobility Fund Phase I Auction Updated List of Potentially Eligible Census Blocks*, AU Docket No. 12-25, FCC Public Notice DA 12-187, rel. Feb. 10, 2012), T-Mobile has identified the following projects that T-Mobile plans to pursue using Mobility Fund universal service support, contingent on winning the bids for the underlying eligible census blocks in the

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PowerTel/Memphis, Inc.

area and the FCC granting its long-form application:

[REDACTED]

The benefits of universal service funding will be significant for affected consumers, including, but not limited to:

- the construction of new cell sites and other network enhancements to expand coverage and network reliability in rural areas;
- the marketing and offering of T-Mobile's Lifeline service, including bundled service options, in areas that previously were unserved; and
- the availability of new services and features, including access to 3G or better mobile broadband speeds.

As these universal service initiatives indicate, consumers in areas where T-Mobile wins Mobility Fund support will significantly benefit from its receipt of such support. The planned new cell sites will benefit consumers who live, work and travel through the currently unserved areas where T-Mobile will deploy such service.

**REDACTED FOR PUBLIC INSPECTION -- SUBJECT TO
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T-Mobile Central LLC

**T-Mobile Central LLC Petition for
Eligible Telecommunications Carrier Designation
In the State of Alabama**

**SERVICE IMPROVEMENT PLAN
(as of April 20, 2011)**

**T-Mobile Central LLC Plan for Network Improvements
Upon the Receipt of Mobility Fund Universal Service Support in the
State of Alabama**

Contingent on being granted eligible telecommunications carrier ("ETC") status in the State of Alabama, and on being the winning bidder for the census blocks for which it will seek support in FCC Auction 901, T-Mobile Central LLC ("T-Mobile") will use the Mobility Fund Phase I universal service support it receives to provide 3G or better mobile voice and broadband service to unserved areas in the State of Alabama.

T-Mobile is already a provider of 2G, 3G, and 4G services in the State of Alabama, covering more than four million people and 31,000 square miles with 2G services, and more than two million people and 4,000 square miles with 3G or 4G services as of April 1, 2012. T-Mobile's Service Improvement Plan ("SIP") will allow it to extend the availability of its mobile voice and broadband services to areas of the state that currently do not have access to 3G or better capability. Specifically:

- Service improvement projects would be designed using industry standard computer modeling techniques to provide 3G or better mobile voice and broadband services at the required minimum throughputs of 200kbps downlink and 50kbps uplink, across at least 75% of road miles of the awarded eligible census blocks. These service improvement criteria are consistent with the FCC's Report and Order, *Connect America Fund et al.*, WC Docket Nos. 10-90 *et al.*, FCC 11-161, paras. 360-365 (rel. Nov. 18, 2011).
- T-Mobile expects all service improvement projects to conclude within 2 years of the start date, barring unforeseen circumstances outside of T-Mobile's control.
- Based on the preliminary list of eligible census blocks made available by the FCC as of February 10, 2012 (*Mobility Fund Phase I Auction Updated List of Potentially Eligible Census Blocks*, AU Docket No. 12-25, FCC Public Notice DA 12-187, rel. Feb. 10, 2012), T-Mobile has identified the following projects that T-Mobile plans to pursue using Mobility Fund universal service support, contingent on winning the bids for the underlying eligible census blocks in the

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REQUEST FOR CONFIDENTIAL TREATMENT**

T-Mobile Central LLC

area and the FCC granting its long-form application:

[REDACTED]

The benefits of universal service funding will be significant for affected consumers, including, but not limited to:

- the construction of new cell sites and other network enhancements to expand coverage and network reliability in rural areas;
- the marketing and offering of T-Mobile's Lifeline service, including bundled service options, in areas that previously were unserved; and
- the availability of new services and features, including access to 3G or better mobile broadband speeds.

As these universal service initiatives indicate, consumers in areas where T-Mobile wins Mobility Fund support will significantly benefit from its receipt of such support. The planned new cell sites will benefit consumers who live, work and travel through the currently unserved areas where T-Mobile will deploy such service.

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T-Mobile South LLC

**T-Mobile South LLC Petition for
Eligible Telecommunications Carrier Designation
In the State of Florida**

**SERVICE IMPROVEMENT PLAN
(as of April 20, 2011)**

**T-Mobile South LLC Plan for Network Improvements
Upon the Receipt of Mobility Fund Universal Service Support in the
State of Florida**

Contingent on being granted eligible telecommunications carrier ("ETC") status in the State of Florida, and on being the winning bidder for the census blocks for which it will seek support in FCC Auction 901, T-Mobile South LLC ("T-Mobile") will use the Mobility Fund Phase I universal service support it receives to provide 3G or better mobile voice and broadband service to unserved areas in the State of Florida.

T-Mobile is already a provider of 2G, 3G, and 4G services in the State of Florida, covering more than 18 million people and 40,000 square miles with 2G services, and more than 17 million people and 35,000 square miles with 3G or 4G services as of April 1, 2012. T-Mobile's Service Improvement Plan ("SIP") will allow it to extend the availability of its mobile voice and broadband services to areas of the state that currently do not have access to 3G or better capability. Specifically:

- Service improvement projects would be designed using industry standard computer modeling techniques to provide 3G or better mobile voice and broadband services at the required minimum throughputs of 200kbps downlink and 50kbps uplink, across at least 75% of road miles of the awarded eligible census blocks. These service improvement criteria are consistent with the FCC's Report and Order, *Connect America Fund et al.*, WC Docket Nos. 10-90 *et al.*, FCC 11-161, paras. 360-365 (rel. Nov. 18, 2011).
- T-Mobile expects all service improvement projects to conclude within 2 years of the start date, barring unforeseen circumstances outside of T-Mobile's control.
- Based on the preliminary list of eligible census blocks made available by the FCC as of February 10, 2012 (*Mobility Fund Phase I Auction Updated List of Potentially Eligible Census Blocks*, AU Docket No. 12-25, FCC Public Notice DA 12-187, rel. Feb. 10, 2012), T-Mobile has identified the following projects that T-Mobile plans to pursue using Mobility Fund universal service support, contingent on winning the bids for the underlying eligible census blocks in the

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T-Mobile South LLC

area and the FCC granting its long-form application:

[REDACTED]

The benefits of universal service funding will be significant for affected consumers, including, but not limited to:

- the construction of new cell sites and other network enhancements to expand coverage and network reliability in rural areas;
- the marketing and offering of T-Mobile's Lifeline service, including bundled service options, in areas that previously were unserved; and
- the availability of new services and features, including access to 3G or better mobile broadband speeds.

As these universal service initiatives indicate, consumers in areas where T-Mobile wins Mobility Fund support will significantly benefit from its receipt of such support. The planned new cell sites will benefit consumers who live, work and travel through the currently unserved areas where T-Mobile will deploy such service.

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T-Mobile Northeast LLC

**T-Mobile Northeast LLC Petition for
Eligible Telecommunications Carrier Designation
In the State of New Hampshire**

**SERVICE IMPROVEMENT PLAN
(as of April 20, 2011)**

**T-Mobile Northeast LLC Plan for Network Improvements
Upon the Receipt of Mobility Fund Universal Service Support in the
State of New Hampshire**

Contingent on being granted eligible telecommunications carrier ("ETC") status in the State of New Hampshire, and on being the winning bidder for the census blocks for which it will seek support in FCC Auction 901, T-Mobile Northeast LLC ("T-Mobile") will use the Mobility Fund Phase I universal service support it receives to provide 3G or better mobile voice and broadband service to unserved areas in the State of New Hampshire.

T-Mobile is already a provider of 2G, 3G, and 4G services in the State of New Hampshire, covering more than one million people and 3,000 square miles with 2G services, and more than 500,000 people and 500 square miles with 3G or 4G services as of April 1, 2012. T-Mobile's Service Improvement Plan ("SIP") will allow it to extend the availability of its mobile voice and broadband services to areas of the state that currently do not have access to 3G or better capability. Specifically:

- Service improvement projects would be designed using industry standard computer modeling techniques to provide 3G or better mobile voice and broadband services at the required minimum throughputs of 200kbps downlink and 50kbps uplink, across at least 75% of road miles of the awarded eligible census blocks. These service improvement criteria are consistent with the FCC's Report and Order, *Connect America Fund et al.*, WC Docket Nos. 10-90 *et al.*, FCC 11-161, paras. 360-365 (rel. Nov. 18, 2011).
- T-Mobile expects all service improvement projects to conclude within 2 years of the start date, barring unforeseen circumstances outside of T-Mobile's control.
- Based on the preliminary list of eligible census blocks made available by the FCC as of February 10, 2012 (*Mobility Fund Phase I Auction Updated List of Potentially Eligible Census Blocks*, AU Docket No. 12-25, FCC Public Notice DA 12-187, rel. Feb. 10, 2012), T-Mobile has identified the following projects that T-Mobile plans to pursue using Mobility Fund universal service support,

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T-Mobile Northeast LLC

contingent on winning the bids for the underlying eligible census blocks in the area and the FCC granting its long-form application:

[REDACTED]

The benefits of universal service funding will be significant for affected consumers, including, but not limited to:

- the construction of new cell sites and other network enhancements to expand coverage and network reliability in rural areas;
- the marketing and offering of T-Mobile's Lifeline service, including bundled service options, in areas that previously were unserved; and
- the availability of new services and features, including access to 3G or better mobile broadband speeds.

As these universal service initiatives indicate, consumers in areas where T-Mobile wins Mobility Fund support will significantly benefit from its receipt of such support. The planned new cell sites will benefit consumers who live, work and travel through the currently unserved areas where T-Mobile will deploy such service.

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T-Mobile Northeast LLC

**T-Mobile Northeast LLC Petition for
Eligible Telecommunications Carrier Designation
In the State of New York**

**SERVICE IMPROVEMENT PLAN
(as of April 20, 2011)**

**T-Mobile Northeast LLC Plan for Network Improvements
Upon the Receipt of Mobility Fund Universal Service Support in New York State**

Contingent on being granted eligible telecommunications carrier ("ETC") status in New York State, and on being the winning bidder for the census blocks for which it will seek support in FCC Auction 901, T-Mobile Northeast LLC ("T-Mobile") will use the Mobility Fund Phase I universal service support it receives to provide 3G or better mobile voice and broadband service to unserved areas in New York State.

T-Mobile is already a provider of 2G, 3G, and 4G services in New York State, covering more than 19 million people and 21,000 square miles with 2G services, and more than 15 million people and 4,000 square miles with 3G or 4G services as of April 1, 2012. T-Mobile's Service Improvement Plan ("SIP") will allow it to extend the availability of its mobile voice and broadband services to areas of the state that currently do not have access to 3G or better capability. Specifically:

- Service improvement projects would be designed using industry standard computer modeling techniques to provide 3G or better mobile voice and broadband services at the required minimum throughputs of 200kbps downlink and 50kbps uplink, across at least 75% of road miles of the awarded eligible census blocks. These service improvement criteria are consistent with the FCC's Report and Order, *Connect America Fund et al.*, WC Docket Nos. 10-90 *et al.*, FCC 11-161, paras. 360-365 (rel. Nov. 18, 2011).
- T-Mobile expects all service improvement projects to conclude within 2 years of the start date, barring unforeseen circumstances outside of T-Mobile's control.
- Based on the preliminary list of eligible census blocks made available by the FCC as of February 10, 2012 (*Mobility Fund Phase I Auction Updated List of Potentially Eligible Census Blocks*, AU Docket No. 12-25, FCC Public Notice DA 12-187, rel. Feb. 10, 2012), T-Mobile has identified the following projects that T-Mobile plans to pursue using Mobility Fund universal service support, contingent on winning the bids for the underlying eligible census blocks in the area and the FCC granting its long-form application:

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T-Mobile Northeast LLC

[REDACTED]

The benefits of universal service funding will be significant for affected consumers, including, but not limited to:

- the construction of new cell sites and other network enhancements to expand coverage and network reliability in rural areas;
- the marketing and offering of T-Mobile's Lifeline service, including bundled service options, in areas that previously were unserved; and
- the availability of new services and features, including access to 3G or better mobile broadband speeds.

As these universal service initiatives indicate, consumers in areas where T-Mobile wins Mobility Fund support will significantly benefit from its receipt of such support. The planned new cell sites will benefit consumers who live, work and travel through the currently unserved areas where T-Mobile will deploy such service.

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T-Mobile South LLC

**T-Mobile South LLC Petition for
Eligible Telecommunications Carrier Designation
In the State of North Carolina**

**SERVICE IMPROVEMENT PLAN
(as of April 20, 2011)**

**T-Mobile South LLC Plan for Network Improvements
Upon the Receipt of Mobility Fund Universal Service Support in the
State of North Carolina**

Contingent on being granted eligible telecommunications carrier (“ETC”) status in the State of North Carolina, and on being the winning bidder for the census blocks for which it will seek support in FCC Auction 901, T-Mobile South LLC (“T-Mobile”) will use the Mobility Fund Phase I universal service support it receives to provide 3G or better mobile voice and broadband service to unserved areas in the State of North Carolina.

T-Mobile is already a provider of 2G, 3G, and 4G services in the State of North Carolina, covering more than nine million people and 26,000 square miles with 2G services, and more than four million people and 5,000 square miles with 3G or 4G services as of April 1, 2012. T-Mobile’s Service Improvement Plan (“SIP”) will allow it to extend the availability of its mobile voice and broadband services to areas of the state that currently do not have access to 3G or better capability. Specifically:

- Service improvement projects would be designed using industry standard computer modeling techniques to provide 3G or better mobile voice and broadband services at the required minimum throughputs of 200kbps downlink and 50kbps uplink, across at least 75% of road miles of the awarded eligible census blocks. These service improvement criteria are consistent with the FCC’s Report and Order, *Connect America Fund et al.*, WC Docket Nos. 10-90 *et al.*, FCC 11-161, paras. 360-365 (rel. Nov. 18, 2011).
- T-Mobile expects all service improvement projects to conclude within 2 years of the start date, barring unforeseen circumstances outside of T-Mobile’s control.
- Based on the preliminary list of eligible census blocks made available by the FCC as of February 10, 2012 (*Mobility Fund Phase I Auction Updated List of Potentially Eligible Census Blocks*, AU Docket No. 12-25, FCC Public Notice DA 12-187, rel. Feb. 10, 2012), T-Mobile has identified the following projects that T-Mobile plans to pursue using Mobility Fund universal service support, contingent on winning the bids for the underlying eligible census blocks in the area and the FCC granting its long-form application:

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T-Mobile South LLC

[REDACTED]

The benefits of universal service funding will be significant for affected consumers, including, but not limited to:

- the construction of new cell sites and other network enhancements to expand coverage and network reliability in rural areas;
- the marketing and offering of T-Mobile's Lifeline service, including bundled service options, in areas that previously were unserved; and
- the availability of new services and features, including access to 3G or better mobile broadband speeds.

As these universal service initiatives indicate, consumers in areas where T-Mobile wins Mobility Fund support will significantly benefit from its receipt of such support. The planned new cell sites will benefit consumers who live, work and travel through the currently unserved areas where T-Mobile will deploy such service.

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PowerTel/Memphis, Inc.

**PowerTel/Memphis, Inc. Petition for
Eligible Telecommunications Carrier Designation
In the State of Tennessee**

**SERVICE IMPROVEMENT PLAN
(as of April 20, 2011)**

**PowerTel/Memphis, Inc. Plan for Network Improvements
Upon the Receipt of Mobility Fund Universal Service Support in the
State of Tennessee**

Contingent on being granted eligible telecommunications carrier ("ETC") status in the State of Tennessee, and on being the winning bidder for the census blocks for which it will seek support in FCC Auction 901, PowerTel/Memphis, Inc. ("T-Mobile") will use the Mobility Fund Phase I universal service support it receives to provide 3G or better mobile voice and broadband service to unserved areas in the State of Tennessee.

T-Mobile is already a provider of 2G, 3G, and 4G services in the State of Tennessee, covering more than six million people and 21,000 square miles with 2G services, and more than three million people and 4,000 square miles with 3G or 4G services as of April 1, 2012. T-Mobile's Service Improvement Plan ("SIP") will allow it to extend the availability of its mobile voice and broadband services to areas of the state that currently do not have access to 3G or better capability. Specifically:

- Service improvement projects would be designed using industry standard computer modeling techniques to provide 3G or better mobile voice and broadband services at the required minimum throughputs of 200kbps downlink and 50kbps uplink, across at least 75% of road miles of the awarded eligible census blocks. These service improvement criteria are consistent with the FCC's Report and Order, *Connect America Fund et al.*, WC Docket Nos. 10-90 *et al.*, FCC 11-161, paras. 360-365 (rel. Nov. 18, 2011).
- T-Mobile expects all service improvement projects to conclude within 2 years of the start date, barring unforeseen circumstances outside of T-Mobile's control.
- Based on the preliminary list of eligible census blocks made available by the FCC as of February 10, 2012 (*Mobility Fund Phase I Auction Updated List of Potentially Eligible Census Blocks*, AU Docket No. 12-25, FCC Public Notice DA 12-187, rel. Feb. 10, 2012), T-Mobile has identified the following projects that T-Mobile plans to pursue using Mobility Fund universal service support, contingent on winning the bids for the underlying eligible census blocks in the area and the FCC granting its long-form application:

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PowerTel/Memphis, Inc.

[REDACTED]

The benefits of universal service funding will be significant for affected consumers, including, but not limited to:

- the construction of new cell sites and other network enhancements to expand coverage and network reliability in rural areas;
- the marketing and offering of T-Mobile's Lifeline service, including bundled service options, in areas that previously were unserved; and
- the availability of new services and features, including access to 3G or better mobile broadband speeds.

As these universal service initiatives indicate, consumers in areas where T-Mobile wins Mobility Fund support will significantly benefit from its receipt of such support. The planned new cell sites will benefit consumers who live, work and travel through the currently unserved areas where T-Mobile will deploy such service.

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T-Mobile Northeast LLC

**T-Mobile Northeast LLC Petition for
Eligible Telecommunications Carrier Designation
In the Commonwealth of Virginia**

**SERVICE IMPROVEMENT PLAN
(as of April 20, 2011)**

**T-Mobile Northeast LLC Plan for Network Improvements
Upon the Receipt of Mobility Fund Universal Service Support in the
Commonwealth of Virginia**

Contingent on being granted eligible telecommunications carrier ("ETC") status in the Commonwealth of Virginia, and on being the winning bidder for the census blocks for which it will seek support in FCC Auction 901, T-Mobile Northeast LLC ("T-Mobile") will use the Mobility Fund Phase I universal service support it receives to provide 3G or better mobile voice and broadband service to unserved areas in the Commonwealth of Virginia.

T-Mobile is already a provider of 2G, 3G, and 4G services in the Commonwealth of Virginia, covering more than seven million people and 21,000 square miles with 2G services, and more than five million people and 4,000 square miles with 3G or 4G services as of April 1, 2012. T-Mobile's Service Improvement Plan ("SIP") will allow it to extend the availability of its mobile voice and broadband services to areas of the state that currently do not have access to 3G or better capability. Specifically:

- Service improvement projects would be designed using industry standard computer modeling techniques to provide 3G or better mobile voice and broadband services at the required minimum throughputs of 200kbps downlink and 50kbps uplink, across at least 75% of road miles of the awarded eligible census blocks. These service improvement criteria are consistent with the FCC's Report and Order, *Connect America Fund et al.*, WC Docket Nos. 10-90 *et al.*, FCC 11-161, paras. 360-365 (rel. Nov. 18, 2011).
- T-Mobile expects all service improvement projects to conclude within 2 years of the start date, barring unforeseen circumstances outside of T-Mobile's control.
- Based on the preliminary list of eligible census blocks made available by the FCC as of February 10, 2012 (*Mobility Fund Phase I Auction Updated List of Potentially Eligible Census Blocks*, AU Docket No. 12-25, FCC Public Notice DA 12-187, rel. Feb. 10, 2012), T-Mobile has identified the following projects that T-Mobile plans to pursue using Mobility Fund universal service support,

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T-Mobile Northeast LLC

contingent on winning the bids for the underlying eligible census blocks in the area and the FCC granting its long-form application:

[REDACTED]

The benefits of universal service funding will be significant for affected consumers, including, but not limited to:

- the construction of new cell sites and other network enhancements to expand coverage and network reliability in rural areas;
- the marketing and offering of T-Mobile's Lifeline service, including bundled service options, in areas that previously were unserved; and
- the availability of new services and features, including access to 3G or better mobile broadband speeds.

As these universal service initiatives indicate, consumers in areas where T-Mobile wins Mobility Fund support will significantly benefit from its receipt of such support. The planned new cell sites will benefit consumers who live, work and travel through the currently unserved areas where T-Mobile will deploy such service.